



BYLAWS OF ULTIMATE VETERAN ADVENTURES FOUNDATION, INC.

Version 1.3 – Adopted December 27, 2025

Governing Jurisdiction: Ohio

ARTICLE I – NAME

Section 1.1 Name. The name of this nonprofit corporation is Ultimate Veteran Adventures Foundation, Inc. (“UVA”).

ARTICLE II – PURPOSE

Section 2.1 Purpose. UVA is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code and Ohio Revised Code Chapter 1702.

ARTICLE III – OFFICES

Section 3.1 Principal Office. The principal office shall be located in Ohio. UVA may operate chapters in other states.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 Authority. The Board of Directors shall provide governance, fiduciary oversight, and strategic direction. Directors are not required to be veterans and serve without compensation.

ARTICLE V – OFFICERS & EXECUTIVE LEADERSHIP

Section 5.1 Board Officers. The Board officers shall consist of a President, Vice President, Treasurer, and Secretary.

Section 5.2 Chief Executive Officer (CEO). The organization shall have a Chief Executive Officer who serves as the chief executive and operational leader of UVA. The CEO has full authority over daily operations, staff, volunteers, programs, fundraising execution, partnerships, and implementation of Board-approved strategy.

Section 5.3 Indefinite Term & Protection. The CEO position is indefinite in term and shall not be subject to removal, termination, or vote of removal by the Board of Directors, except in cases of proven illegal activity or gross misconduct that materially harms the organization, consistent with Ohio Revised Code §1702.

Section 5.4 Compensation. The CEO shall be the sole compensated leadership role within UVA. All Directors and Board officers serve in an uncompensated capacity. CEO compensation must be reasonable and approved by the Board in compliance with IRS regulations. The CEO shall not participate in votes regarding their own compensation.

Section 5.5 Authority Limitations. Board officers do not manage daily operations and do not supervise the CEO.

ARTICLE VI – FOUNDER/CEO SUCCESSION

Section 6.1 Voluntary Succession. In the event the CEO voluntarily resigns, retires, or chooses to step aside, the CEO may designate an interim or successor CEO, subject to Board ratification.

Section 6.2 Incapacity. In the event of temporary incapacity of the CEO, the Board may appoint an interim executive solely to maintain operations until the CEO resumes duties or a successor is designated.

Section 6.3 Permanent Incapacity or Death. In the event of permanent incapacity or death of the CEO, the Board of Directors shall appoint an interim CEO and initiate a succession process consistent with the mission and values of UVA.

Section 6.4 Limitation. This Article does not grant the Board authority to remove a sitting CEO outside the conditions expressly stated in Article V.

ARTICLE VII – CONFLICT OF INTEREST

Section 7.1 Policy. UVA shall maintain a written Conflict of Interest Policy in accordance with IRS best practices.

ARTICLE VIII – AMENDMENTS

Section 8.1 Amendments. These bylaws may be amended by the Board, except for provisions relating to the CEO's protected status, which may only be amended with the written consent of the CEO.

ARTICLE IX – DISSOLUTION

Section 9.1 Dissolution. Upon dissolution, assets shall be distributed for charitable purposes under Section 501(c)(3).

ADOPTION & CERTIFICATION

These bylaws (Version 1.3) were adopted by the Board of Directors of Ultimate Veteran Adventures Foundation, Inc.

Date: _____

Board President – Signature

Secretary – Signature